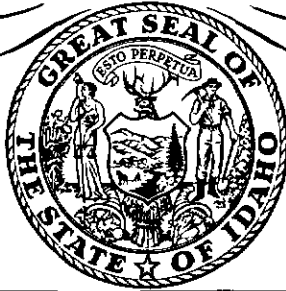


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

MOSCOW COMMUNITY THEATRE, INC.

was filed in the office of the Secretary of State on the **twelfth** day of **July** A. D. One Thousand Nine Hundred **seventy-eighth** and **will be** / is duly recorded on ~~File No.~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Moscow** in the County of **Latah**.

and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **12th** day of **July** A.D., 1978 .

Secretary of State.

ARTICLES OF INCORPORATION

1979 JUL 12 AM 8 28

OF

MOSCOW COMMUNITY THEATRE, INC.

SECRETARY OF

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a natural person and a citizen of the United States of America of the age of twenty one years and upwards, do hereby associate together for the purpose of forming, and do hereby form, a non-profit corporation, as defined in Chapter X of Title 30 of the Idaho Code, and do hereby make, subscribe and acknowledge this certificate, as follows;

NAME

The name of the corporation shall be MOSCOW COMMUNITY THEATRE, INC.

NONPROFIT PURPOSES AND OBJECTIVES

1. This corporation is formed as defined in Chapter X of Title 30 of the Idaho Code in that it is not formed for pecuniary profits or financial gain, and no part of the assets, income or profits of the corporation is distributable to or inures to the benefit of its members, directors or officers, or any private person, except to the extent permissible under Chapter X of Title 30 of the Idaho Code.

2. The corporation shall neither have nor exercise any power nor shall it engage directly or indirectly in any activity, that would invalidate it's status (a) as a corporation which is exempt from Federal income taxation as an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1954, or (b) as a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to it's members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes of the corporation.

3. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable Federal or State law.

4. The corporation shall not operate for the purpose of carrying on any trade or business for profit.

INCORPORATORS

The names and post office addresses of the incorporators are as follows;

| NAME | ADDRESS |
|--------------------|--------------------------------------|
| Katherine Dawes | Route 1 Box 37 D, Viola, Idaho 83872 |
| Winfred B. Moorere | P.O. Box 8489, Moscow, Idaho 83843 |
| Alan C. Stephens | P.O. Box 8489, Moscow, Idaho 83843 |

DURATION

The duration of the corporation shall be perpetual, according to the wishes of it's membership and the laws of the State of Idaho.

SCOPE OF ACTIVITY

The purpose of this organization shall be to prepare and present theatrical productions for the interest and enjoyment of the community, and, if occasion arises, to sponsor other theatrical entertainment.

To increase cooperation among and advancement of artists, art students, actors, actresses, writers, producers, craftsmen, publishers, theatrical plays and subsidize current plays: and to promote the study, improvement and advancement of the arts.

To promote good fellowship and social activities among its members, and others in the dramatic profession, and without limitation of the foregoing, to preserve and embellish the traditions of the American stage.

PRINCIPAL OFFICE AND REGISTERED AGENT

The corporation's principal office shall be located at P.O. Box 8489 in the City of Moscow, Latah County, State of Idaho.

The corporation's registered agent shall be Winfred B. Moorner, whose address is P.O. Box 8489, Moscow, Idaho 83843

BOARD OF DIRECTORS

The number of directors of the corporation shall be not less than three nor more than one hundred, but that the number of directors for this corporation at it's inception shall be three in number, and that said directors shall have all of the power granted under the articles and by-laws of this corporation. The directors of this corporation are the incorporators hereinbefore named and set forth, namely;

| | |
|--------------------|--------------------------------------|
| Katherine Dawes | Route 1 Box 37 D, Viola, Idaho 83872 |
| Winfred B. Moorner | P.O. Box 8489, Moscow, Idaho 83843 |
| Alan C. Stephens | P.O. Box 8489, Moscow, Idaho 83843 |

and that said directors were elected pursuant to the requirements of Section 30-1102 of the Idaho Code. That said election was held on the 6th day of July, 1978 at 403 South Jackson Street in Moscow, Idaho and that a majority of the members of such association, who were present at such meeting, voted at such election and the members present unanimously voted for and elected the said Katherine Dawes, Winfred B. Moorner and Alan C. Stephens, which fact was duly verified by Alan C. Stephens who was the presiding secretary at the meeting. The undersigned further state that notice of the time and place of the holding of said election was given by publication at least two (2) weeks in a newspaper published in the City of Moscow, County of Latah, State of Idaho, which newspaper is situated in the same city and county as the registered office of this corporation, and further notice was given of the time and place where such election was held by posting a like notice for the same length of time in a conspicuous place on the building where such election was held.

ARTICLE

STOCK

There are no authorized shares of stock in the corporation and there is no capital stock and there are no shares of stock.

DISSOLUTION

In the event of the dissolution of this corporation, or in the event that it should cease to carry out the objectives and purposes herein set forth, no member shall be entitled to or receive any distribution or division of its remaining assets, property or proceeds, and the balance of all property and assets of the corporation from any source, after the payment of all debts and obligations of the corporation, shall be distributed to the University of Idaho Theatre Arts Department, at Moscow, Idaho.

MEMBERSHIP

Any person firm or corporation interested in the performing arts may become a full member of the corporation. This is to include the members of the Moscow Community and the surrounding communities.

BY LAWS AND STATUTE CONSISTENCY

The Moscow Community Theatre is being filed pursuant to Section 30-117A, Idaho Code. The By-laws of this corporation shall not be inconsistent with these Articles of Incorporation, nor shall the Articles of Incorporation and/or the By-Laws of this Corporation be inconsistent with the laws of the State of Idaho.

IN WITNESS THEREOF, THE UNDERSIGNED, BEING INCORPORATORS OF THE MOSCOW COMMUNITY THEATER HAVE HEREUNTO SET THEIR SIGNATURES AND SEALS THIS SIXTH DAY OF JULY, 1978.

Katherine Dawes

KATHY DAWES
Route 1 Box 37 D, Viola, Idaho 83872

Winfred B. Moorer

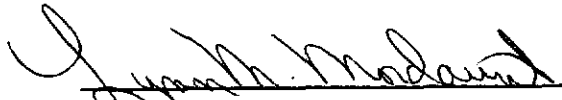
Winfred B. Moorer
P.O. Box 8489, Moscow Idaho 83843

Alan C. Stephens

Alan C. Stephens
P.O. Box 8489, Moscow, Idaho 83843

STATE OF IDAHO }
County of Latah }

On this 16th day of July, 1978, before me a Notary Public in and for the said State personally appeared Katherine Dawes, Winfred B. Moorer, and Alan C. Stephens, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.



Notary Public in and for the State
of Idaho residing at Moscow, therein.